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December 29, 1995

Louis E. Gitomer
Direct Dial: (202) 466-6532

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of a Bill of Sale, one original and one certified copy of a Memorandum of Lease of Railroad Equipment, and one original and one certified copy of a Collateral Assignment of Lease, all described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is a Bill of Sale, a primary document, dated December 29, 1995. Please record this document under the next available Recordation Number. The name and address of the party to the Bill of Sale is:

Seller:

GATX Third Aircraft Corporation
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the Bill of Sale consists of 150 covered hopper cars numbered GCCX 068000-068149, inclusive.

II. The second document is a Memorandum of Lease of Railroad Equipment, a secondary document, dated as of December 29, 1995. We request that this document be recorded under the A suffix of the Recordation Number for the Bill of Sale. The names and addresses of the parties to the Memorandum of Lease of Railroad Equipment are:

Lessor:

NationsBanc Leasing Corporation of North Carolina
NationsBank Corporate Center
100 Tryon Street
Charlotte, NC 28202

Honorable Vernon A. Williams
December 29, 1995
Page 2

Lessee:

GATX/NLC Rail Partners

GATX Third Aircraft Corporation
Four Embarcadero Center
San Francisco, CA 94111

NationsBanc Leasing Corporation
NationsBank Corporate Center
100 Tryon Street
Charlotte, NC 28202

A description of the equipment covered by the Memorandum of Lease of Railroad Equipment consists of 150 covered hopper cars numbered GCCX 068000-068149, inclusive.

III. The third document is a Collateral Assignment of Lease, a secondary document, dated as of December 29, 1995. We request that this document be recorded under the B suffix of the Recordation Number for the Bill of Sale. The names and addresses of the parties to the Collateral Assignment of Lease are:

Assignors:

GATX/NLC Rail Partners

GATX Third Aircraft Corporation
Four Embarcadero Center
San Francisco, CA 94111

NationsBanc Leasing Corporation
NationsBank Corporate Center
100 Tryon Street
Charlotte, NC 28202

Assignee:

NationsBanc Leasing Corporation of North Carolina
NationsBank Corporate Center
100 Tryon Street
Charlotte, NC 28202

A description of the equipment covered by the Collateral Assignment of Lease consists of 150 covered hopper cars numbered GCCX 068000-068149, inclusive.

A fee of \$63.00 is enclosed. Please return the original of the Bill of Sale, the original of the Memorandum of Lease of

Honorable Vernon A. Williams
December 29, 1995
Page 3

Railroad Equipment, and the original of the Collateral Assignment of Lease to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Bill of Sale by GATX Third Aircraft Corporation, Suite 2200, Four Embarcadero Center, San Francisco, CA 94111; (2) a Memorandum of Lease of Railroad Equipment between NationsBank Leasing Corporation of North Carolina, NationsBank Corporate Center, 100 Tryon Street, Charlotte, NC 28202, and GATX/NLC Rail Partners comprised of GATX Third Aircraft Corporation, Four Embarcadero Center, San Francisco, CA 94111, and NationsBank Leasing Corporation, NationsBank Corporate Center, 100 Tryon Street, Charlotte, NC 28202; and (3) a Collateral Assignment of Lease between GATX/NLC Rail Partners comprised of GATX Third Aircraft Corporation, Four Embarcadero Center, San Francisco, CA 94111, and NationsBank Leasing Corporation, NationsBank Corporate Center, 100 Tryon Street, Charlotte, NC 28202, and NationsBank Leasing Corporation of North Carolina, NationsBank Corporate Center, 100 Tryon Street, Charlotte, NC 28202, all covering 150 covered hopper cars numbered GCCX 068000-068149, inclusive.

Very Truly Yours,

Louis E. Gitomer
Louis E. Gitomer *by jk*

Enclosures

19856

[N.I.K.]

BILL OF SALE DEC 29 1995 11:11 AM

GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation (the "Seller"), in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration paid by NationsBanc Leasing Corporation of North Carolina (the "Buyer") at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, assign, and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to the units of railroad equipment (the "Equipment") set forth on Schedule A hereto which have been delivered by the Seller pursuant to a Purchase and Sale Agreement dated as of December 29, 1995, between the Seller and Buyer.

To have and to hold all and singular the rights to the Equipment to the Buyer and its successors and assigns for their own use and behalf forever.

And the Seller hereby warrants to the Buyer and its successors and assigns that at the time of delivery of the Equipment the Seller had legal title thereto and good and lawful right to sell the Equipment and the Equipment was free and clear of all claims, liens, security interests, and other encumbrances of any nature created by or arising through Seller, other than Permitted Liens as defined in Appendix A to the Purchase and Sale Agreement, and the Seller covenants that it will defend such title to the Equipment against the demands of all persons whomsoever based on claims originating during Seller's ownership of the Equipment. The Seller sells the Equipment "where is," "as is," and "with all faults" and hereby disclaims any and all rights, claims, warranties, or representations either express or implied, as to the value, condition, fitness for any particular purpose, design, operation, or merchantability of the Equipment, the quality of the material or the workmanship thereof or conformity thereof to specifications, freedom from patent, copyright or trademark infringement, the absence of any latent or other defect, whether or not discoverable, or as to the absence of any obligations based on strict liability in tort.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed in its name by a duly authorized officer on the 29th day of December, 1995.

GATX THIRD AIRCRAFT CORPORATION

By: Catherine B. Shachar
Name: Catherine B. Shachar
Title: Vice President

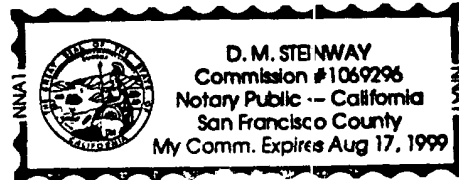
STATE OF California)
COUNTY OF San Francisco)

On December 27 1995, before me D. M. Steinway, personally appeared Catherine B. Shachat, provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that be his/her signature on the instrument, the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

D. M. Steinway

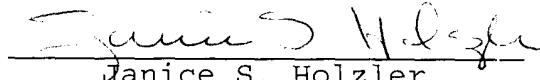


Schedule A

<u>Equipment</u>	<u>Quantity</u>	<u>Reporting Marks</u>
Trinity industries, Inc. manufactured new covered hopper rail cars with 5,161 cubic foot capacity and designed for 286,000 pound axle loadings.	150	GCCX068000 through GCCX068149 (inclusive)

CERTIFICATION

I, JANICE S. HOLZLER, have compared this copy to the original Bill of Sale, dated as of December 29, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Janice S. Holzler
December 29, 1995